

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
:
SEARS HOLDINGS CORPORATION, *et al.*,¹ :
:
Debtors. : Case No. 18-23538-rdd
:
: (Jointly Administered)
:
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**DECLARATION OF KUNAL S. KAMLANI IN SUPPORT OF
TRANSFORM HOLDCO LLC’S SUPPLEMENTAL REPLY BRIEF IN RESPONSE TO
DEBTORS’ MOTION TO (A) ENFORCE ASSET PURCHASE AGREEMENT AND
AUTOMATIC STAY AGAINST TRANSFORM
HOLDCO LLC AND (B) COMPEL TURNOVER OF ESTATE PROPERTY**

I, Kunal S. Kamalani, declare under penalty of perjury as follows:

1. I am the President of ESL Investments, Inc. (“ESL”), which controls certain investment funds that, together with Edward S. Lampert, ESL’s Chief Executive Officer, own a majority of the equity of Transform Holdco LLC (“Transform”). Transform purchased

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

substantially all of the businesses and assets of Sears Holdings Corp. (“SHC”) and its affiliated debtors and debtors in possession (collectively, the “Debtors” and, together with their non-Debtor affiliates, “Sears” or the “Company”), pursuant to section 363(b) of title 11 of the United States Code (the “Sale Transaction”).

2. I respectfully submit this declaration (“Declaration”) in support of *Transform Holdco LLC’s Supplemental Reply Brief in Response to Debtors’ Motion to (A) Enforce Asset Purchase Agreement and Automatic Stay Against Transform Holdco LLC and (B) Compel Turnover of Estate Property*² and to correct certain misstatements in the *Second Supplemental Declaration of Mohsin Y. Meghji in Support of the Debtors’ Motion to Enforce*.

3. All statements in this Declaration are based upon my personal knowledge of discussions regarding credit card reserves held by First Data Merchant Services Corporation and Wells Fargo Bank, N.A. (together, “First Data”) and my review of relevant documents. If called to testify, I would testify competently to each of the facts set forth in this Declaration.

4. Mr. Meghji’s assertion that Transform refused to provide First Data with necessary financial information and his insinuation that Transform engaged in misconduct are untrue. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

² All capitalized terms used but not defined in this Declaration shall have the meaning ascribed to them in the APA.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

5.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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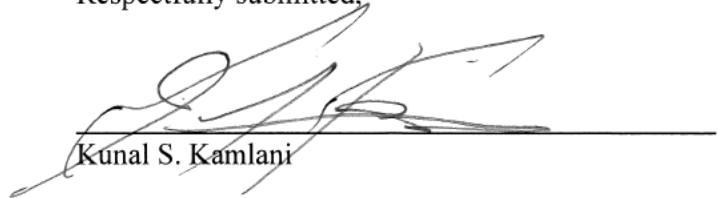
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[REDACTED]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on April 10, 2019 in Bay Harbor Islands, Florida

Respectfully submitted,



Kunal S. Kamani